

SEP 29 '11 -4 42 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

VIA UPS 2nd DAY AIR

September 27, 2011

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Re: Documents for Rail Recordation

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are one (1) original and two (2) copies of a Memorandum of Lease Agreement dated August 1, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under primary Recordation Number 26388.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 N River Road, Suite 5000
Rosemont, IL 60018

Lessee: Lafarge North America Inc.
12018 Sunrise Valley Dr.
Suite 500
Reston, VA 20191

A description of the railroad equipment covered by the enclosed document is for twenty-one (21) hopper cars having FURX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne
Senior Documentation Specialist

Enclosures

(LANO011)

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ASSGN NO.: LANO011

MEMORANDUM OF LEASE

SOUTHERN TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 1st day of August, 2011, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Lafarge North America, Inc. ("Lessee"), a Maryland corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of March 7, 2005, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 7 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of July 12, 2011, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

By: Richard F. SeymourName: RICHARD F. SEYMOURTitle: VICE PRESIDENT

ATTEST:

By: K.A. DombrowskiName: K.A. DOMBROWSKITitle: DIRECTOR OF DOCUMENTATIONExecuted on this 1st day of August, 2011.

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 1st day of August, 2011.

Susan Grokulska
Notary Public

My Commission Expires:

8-14-2012
(Notary Public)



LESSEE:

LAFARGE NORTH AMERICA, INC.

ATTEST:

By: [Signature]
Name: BRAD GAMMILL
Title: VICE PRESIDENT & MANAGER

By: [Signature]
Name: WILLIAM J. KEAR
Title: VP SALES & TRANSPORTATION

Executed on this 20 day of July, 2011.

[CORPORATE SEAL]

STATE OF Virginia
COUNTY OF Fauquier

I, Lisa M. Puertas, a Notary Public of the County and State aforesaid, certify that William J. Kear personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 20th day of July, 2011.

[Signature]
Notary Public

Commission Expires:

9/30/2013
(Notary Public)



EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Twenty-one (21)

DESCRIPTION OF CARS: Covered hopper cars.

CAR NUMBERS:

FURX	892500
FURX	892502
FURX	892503
FURX	892504
FURX	892505
FURX	892506
FURX	892507
FURX	892508
FURX	892509
FURX	892511
FURX	892512
FURX	892513
FURX	892514
FURX	892515
FURX	892516
FURX	892517
FURX	892518
FURX	892519
FURX	892520
FURX	892568
FURX	892569